



WEIL, GOTSHAL & MANGES LLP

Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Theodore Tsekerides (*pro hac vice*)
(theodore.tsekerides@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
New York, NY 10153-0119
Tel: (212) 310-8000
Fax: (212) 310-8007

Signed and Filed: January 10, 2020

DENNIS MONTALI
U.S. Bankruptcy Judge

KELLER & BENVENUTTI LLP

Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Peter J. Benvenutti (#60566)
(pbenvenutti@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: (415) 496-6723
Fax: (415) 636-9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric Company
☐ Affects both Debtors

** All papers shall be filed in the lead case,
No. 19-30088 (DM)*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case) (Jointly Administered)

**ORDER APPROVING CORRECTED
STIPULATION BETWEEN DEBTOR
PACIFIC GAS AND ELECTRIC
COMPANY AND HENRIETTA D
ENERGY STORAGE LLC FOR LIMITED
RELIEF FROM THE AUTOMATIC STAY**

[Relates to Dkt. Nos. 4850-4852]

[Resolving Motion Now Set for Hearing
January 14, 2020 at 10:00 am]

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

On consideration of the *Corrected Stipulation Between Debtor Pacific Gas and Electric Company and Henrietta D Energy Storage LLC for Limited Relief from the Automatic Stay*, filed January 10, 2020 as Docket No. 5341 (the “**Stipulation**”),¹ between Henrietta D Energy Storage LLC (“**Henrietta**”) and Pacific Gas and Electric Company (the “**Utility**” or “**Debtor**”), one of the debtors and debtors in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), entered in settlement of the *Motion of Henrietta D Energy Storage LLC for Entry of an Order Modifying the Automatic Stay to Permit Contract Termination* [Dkt. 4850] (the “**Motion**”); and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California, and to consider the Stipulation and its provisions pursuant to that same authority and Federal Rule of Bankruptcy Procedure 4001(d)(4); and consideration of the Motion, the Stipulation and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient under the circumstances, and sufficient to afford reasonable notice of the material provisions of the Stipulation and opportunity for hearing; and it appearing that no other or further notice need be provided; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for approval of the Stipulation; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor, and good cause appearing,

IT IS HEREBY ORDERED:

1. The Stipulation is approved and resolves the Motion.
2. The hearing on the Motion shall be taken off calendar.
3. The automatic stay shall immediately be modified solely as follows:

¹ Capitalized terms defined in the Stipulation shall have the same meaning in this Order.

1 a. To permit Henrietta to serve upon the Utility a notice of termination of the
2 ESA; and

3 b. To require the Parties to resolve their dispute in accordance with the dispute
4 resolution processes articulated in Article 22 of the ESA.

5 4. The automatic stay shall remain in place for all other purposes. Nothing in this
6 Order shall permit Henrietta to enforce against the Utility, its estate, or its property any judgment
7 it may obtain in its favor.

8 5. The outcome of the dispute resolution processes articulated in Article 22 of the ESA
9 will be binding on both Parties. If the outcome results from a settlement, that settlement shall be
10 subject to approval under the terms of the Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and
11 Fed. R. Bankr. P. 9019 Authorizing the Debtors to Establish Procedures to Settle and Compromise
12 Certain Claims and Causes of Action, entered September 10, 2019, as Docket No. 3855 in case no.
13 19-30088.

14 6. Any monetary award obtained by Henrietta will supersede the Henrietta Proof of
15 Claim, which shall be deemed amended and allowed as an unsecured, non-priority claim in the
16 amount of such award, if any.

17 7. Except as provided in Recital G of the Stipulation, nothing in the Stipulation or in
18 this Order shall be deemed to diminish, modify, or alter in any way either Party's rights or
19 arguments in the dispute resolution process.

20 APPROVED:

21 Dated: January 10, 2020

22 ,MORGAN, LEWIS & BOCKIUS LLP

23 /s/ Richard W. Esterkin

24 Richard W. Esterkin
25 Attorneys for Henrietta D Energy Storage
26 LLC

26

27

28

* * * END OF ORDER * * *